


# SEPARATOR SHEET

**COMPANIES HOUSE BARCODE**

WEDNESDAY



\*A9CQLXC2\*

A19 02/09/2020 #297

COMPANIES HOUSE

# UNANIMOUS RESOLUTIONS

OF

**LIBERTY CHEESESTEAK COMPANY LTD** (the "Company")

Passed on 31<sup>st</sup> August 2020

The following resolutions were duly passed as unanimous resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

## **Resolution 1: Ratification of previous allotments of shares**

**THAT** in relation to:

- 1 the allotment and issue to the sole director of 4,900 ordinary A shares of £0.01 each, credited as fully paid up and such ordinary A shares being irredeemable and carrying the right to vote, the right to a dividend and the right to participate in other distributions (including on a winding up of the Company) on 1 September 2017;
- 2 the allotment and issue of 5,000 ordinary A shares of £0.01 each, credited as fully paid up and such ordinary A shares being irredeemable and carrying the right to vote, the right to a dividend and the right to participate in other distributions (including on a winding up of the Company) on 5 December 2017 to the following investors in the proportions set out in the table below:

<b>Name of investor</b>	<b>Number of ordinary A shares of £0.01 each</b>	<b>Price paid per ordinary A share</b>	<b>Total price paid for ordinary A shares</b>
Algarrobo Investments S.L	1,000	£50.00	£50,000.00
Hartej Singh	1,000	£50.00	£50,000.00
Oliver Deutschmann	1,000	£50.00	£50,000.00
Tayseer Michael Farage	1,300	£50.00	£65,000.00
Richard Clout	500	£50.00	£25,000.00
Matthew Stephenson	100	£50.00	£5,000.00
Kevin Stephenson	100	£50.00	£5,000.00
<b>Total</b>	<b>5,000</b>		<b>£250,000.00</b>

- 3 the allotment and issue of 2,864 ordinary A shares of £0.01 each, credited as fully paid up and such ordinary A shares being irredeemable and carrying the right to vote, the right to a dividend and the right to participate in other distributions (including on a winding up of the Company) during the period starting on 10 October 2018 and ending on 20 October 2018 to the following investors in the proportions set out in the table below:

<b>Name of investor</b>	<b>Number of ordinary A shares of £0.01 each</b>	<b>Price paid per ordinary A share</b>	<b>Total price paid for ordinary A shares</b>
Algarrobo Investments S.L	714	£140.00	£99,960.00
Hartej Singh	286	£140.00	£40,040.00
Oliver Deutschmann	286	£140.00	£40,040.00
Tayseer Michael Farage	1,036	£140.00	£145,040.00
David Kinzel	178	£140.00	£24,920.00
Timothy Fox	178	£140.00	£24,920.00
RCP Holdings	178	£140.00	£24,920.00
Brandon Stephens	8	£140.00	£1,120.00
<b>Total</b>	<b>2,864</b>		<b>£400,960.00</b>

(together "**the Previous Allotments of Shares**"),

all actions of the sole director, including the allotment and issue of the Previous Allotments of Shares and the filing of the returns of allotment of shares at Companies House, is hereby ratified and approved by the unanimous consent of the members of the Company, notwithstanding the failure to (i) pass an ordinary resolution authorising the sole director to allot such shares and (ii) either follow the pre-emption procedure contained in section 561 of the Companies Act 2006 or to pass a special resolution pursuant to section 571 of the Companies Act 2006 to disapply such pre-emption rights prior to the allotment and issue of the Previous Allotments of Shares and the members each accept the allotment and issue to him/it (as the case may be) of the relevant shares.

## **Resolution 2: Variation of rights attaching to ordinary shares of £0.01 each**

**THAT** the rights attaching to the 100 fully-paid ordinary shares of £0.01 each which are

registered in the name of John Paul Teti hereby be varied so that such shares:

- (a) are irredeemable;
- (b) shall entitle the holder to one vote on a show of hands, and one vote for every ordinary share held by him in the event of a poll;
- (c) shall entitle the holder to the right to participate in dividends; and
- (d) shall entitle the holder to the right to participate in other distributions (including on a winding up of the Company).

**Resolution 3: Conversion of shares by re-designation**

**THAT** the 100 fully-paid ordinary shares of £0.01 each which are registered in the name of John Paul Teti be designated 'ordinary A shares', carrying the rights and restrictions specified in the provisions of resolution 2 above and the current articles of association of the Company.



Signed.....

John Paul Teti, Director